

RECORDATION NO. 27882-A
FILED

JUN 02 '09 -12 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 2, 2009

Anne K. Quinlan Esquire
Acting Secretary
Surface Transportation Board
395 E Street S.W.
Washington D.C. 20423-0001

Re: RBSAF No. 98-039

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF No. 98-039), dated as of April 29, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27882.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance Inc.
480 Jefferson Blvd.
Warwick RI 02886

Assignee: SG Equipment Finance USA Corp.
480 Washington Boulevard
Jersey City, NJ 07310

Anne K. Quinlan Esquire
June 2, 2009
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A description of the railroad equipment covered by the enclosed document is:

31 pieces of maintenance of way equipment manufactured by Jackson, Superior Sales, Nordco, Inc., Racine Railroad Products Inc., Brandt Road Rail Corporation and Kershaw Manufacturing Co. as more particularly set forth in the attachment to the document, a copy of which is attached hereto.

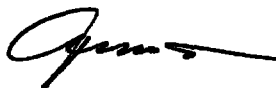
A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF No. 98-039).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of April 29, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and SG Equipment Finance USA Corp., a Delaware corporation ("Assignee").

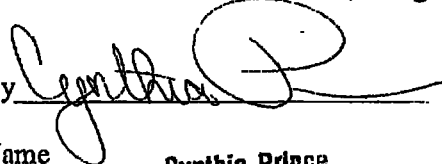
Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 039 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By



Name

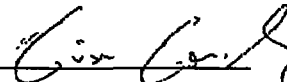
Cynthia Prince
Vice President

Title:

Documentation Manager

SG EQUIPMENT FINANCE USA CORP.,
Assignee

By



Name

Juergen Jonczyk

Title

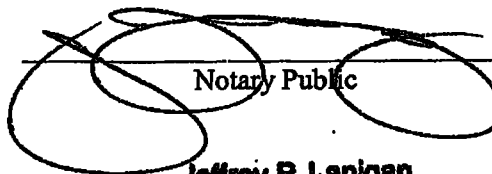
Senior Vice President

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Cynthia Prince, its Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 21st day of April, 2009.





Notary Public
Jeffrey P. Lanigan

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 039.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 039 is 84 months commencing as of July 1, 2007.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 39 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
2	Racine	UC-S/E	Clip Machine	USC-143-07 USC-144-07	X0100522 X0100523
1	Kershaw	46-60	Ballast Regulator	46-615-07	X0600442
1	Jackson	6700-SJ	Production Switch Tamper	153450	X5400446
1	Kershaw	12-12	Tie Crane	12-1163-07	X6000275
1	Nordco	BAAM	Auto Anchor	690042	X0100529
1	Kershaw	12-12	Tie Crane	12-1164-07	X6000276
1	Kershaw	12-12	Tie Crane	12-1161-07	X6000273
3	Kershaw	12-12	Tie Crane	12-1166-07 12-1167-07 12-1165-07	X6000278 X6000279 X6000277
1	Nordco	NETP-1	Epoxy Tie Plugger	510035	X6200087
1	Nordco	BAAM	Auto Anchor	690041	X0100528
1	Nordco	CX-N	Spiker w/Nipper	410765	X4400409
2	Superior Salcs	SHC6301-C	Hopper Cart	SHC3632-1-06 SHC3632-2-06	X8700058 X8700059
1	Kershaw	12-12	Tie Crane	12-1168-07	X6000280

1	Kershaw	46-60	Ballast Regulator	46-613-07	X0600440
1	Nordco	CX-N	Spiker w/Nipper	410766	X4400410
1	Kershaw	46-60	Ballast Regulator	46-614-07	X0600441
1	Kershaw	38-6	Comb Adzer-Kribber	38-182-07	X0300198
1	Brandt	Roadrailer	Power Unit	1NPAXBEXX7D655828	X76
1	Brandt	Roadrailer	Power Unit	1NPAXBEX17D655829	X76
1	Racine	TPI	Tie Plate Inserter	TPI-016-07	X3800156
2	Racine	TPI	Tie Plate Inserter	TPI-017-07 TPI-018-07	X3800157 X3800158
2	Racine	UC-S/E	Clip Machine	USC-145-07 USC-146-07	X0100524 X0100525
1	Brandt	Roadrailer	Power Unit	1NPAXBEX87D655830	X76
2	Nordco	SP2R	Spike Puller	310073 310074	X4700455 X4700456

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/2/09



Robert W. Alvord